

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO.231 OF 2016

In the matter of Companies Act, 1956,
(1 of 1956) and Companies Act, 2013;

AND

In the matter of Sections 391 to 394
read with Sections 100 to 103 of the
Companies Act, 1956;

AND

In the matter of Scheme of
Arrangement between Wella India
Haircosmetics Private Limited
("Transferor Company No. 1") and
Gillette Products Private Limited
("Transferor Company No. 2") and
Nexus Mercantile Private Limited
("Transferor Company No. 3") and
Mining Consultants (India) Private
Limited ("Transferor Company No.
4") and Gillette Diversified
Operations Private Limited
("Transferee Company No. 2") and
Wella India Private Limited
("Transferee Company No. 1") AND
their respective shareholders and
creditors.

WELLA INDIA HAIRCOSMETICS)
PRIVATE LIMITED, a company)
incorporated under the provisions of)
the Companies Act, 1956, having its)
Registered office at P&G Plaza,)
Cardinal Gracias Road, Chakala,)
Andheri (East), Mumbai – 400099,)
Maharashtra.)

) ..Applicant / Transferor Company
No. 1

Called Summons for Direction

Mr. Rajesh Shah i/b M/s. Rajesh Shah & Co., Advocate for the Applicant.

Coram: B.P. COLABAWALLA, J

Date: 16th April, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Rajesh Shah instructed by M/s. Rajesh Shah & Co., Advocate for the Applicant Company, AND UPON READING the Affidavit dated 1st February, 2016 of Ms. Preeti Bishnoi, Authorised Signatory of the Applicant Company, in support of the Summons for Direction and the Exhibit therein referred to, IT IS ORDERED THAT:-

1. The convening and holding of the meeting of the Equity Shareholders of the Applicant Company for the purpose of considering, and if thought fit, approving with or without modifications, the proposed Scheme of Arrangement between Wella India Haircosmetics Private Limited ("Transferor Company No. 1") and Gillette Products Private Limited ("Transferor Company No. 2") and Nexus Mercantile Private Limited ("Transferor Company No. 3") and Mining Consultants (India) Private Limited ("Transferor Company No. 4") and Gillette Diversified Operations Private Limited ("Transferee Company No. 2") and Wella India Private Limited ("Transferee Company No. 1") AND their respective shareholders and creditors is dispensed with in view of the consents given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibit D1 and D2 to the affidavit in support of the Summons for Directions.
2. The question of convening and holding the meeting of Secured Creditors does not arise since there are no Secured Creditors in the Applicant Company as stated in paragraph 11 of the Affidavit in support of Summons for Direction.

3. The convening and holding of the meeting of the Unsecured Creditors of the Applicant Company for the purpose of considering, and if thought fit, approving with or without modifications, the proposed Scheme of Arrangement between Wella India Haircosmetics Private Limited (“Transferor Company No. 1”) and Gillette Products Private Limited (“Transferor Company No. 2”) and Nexus Mercantile Private Limited (“Transferor Company No. 3”) and Mining Consultants (India) Private Limited (“Transferor Company No. 4”) and Gillette Diversified Operations Private Limited (“Transferee Company No. 2”) and Wella India Private Limited (“Transferee Company No. 1”) AND their respective shareholders and creditors is dispensed with in view of the averment made in paragraph 12 of the Affidavit in support of the Summons for Directions and that the Applicant Company undertakes to issue notice of the date of hearing of the Petition by R.P.A.D to all its Unsecured Creditors and also undertakes to publish the notice of hearing of the Company Scheme Petition in one issue each of ‘Free Press Journal’ in English language and translation thereof in ‘Navshakti’ in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

(B.P. COLABAWALLA, J.)

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of original signed order.

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